

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

ALBERTO-CULVER USA, INC.,)	
)	
Plaintiff,)	Case No. 09-cv-5899
)	
v.)	Judge Suzanne B. Conlon
)	
THE PROCTER & GAMBLE COMPANY)	
and NOXELL CORPORATION,)	
)	
Defendants.)	

DECLARATION OF PETER J. MACDONALD

1. I, Peter J. Macdonald, an attorney at law, hereby declare under penalty of perjury:
2. I am a Partner at the law firm of Wilmer Cutler Pickering Hale and Dorr LLP, 399 Park Avenue, New York, New York 10022, and counsel for Defendants The Procter & Gamble Company and Noxell Corporation.
3. I submit this declaration in support of Defendants' Motion to Dismiss Plaintiff's Complaint and in the Alternative to Transfer Venue.
4. Attached hereto as Exhibit 1 are true and correct copies of Section 4.18, Section 11.11, and Schedule 4.18 of the Asset Sale and Purchase Agreement between The Procter & Gamble Company, Noxell Corporation, and Alberto-Culver USA, Inc. For confidentiality reasons, other material appearing on the same pages as these sections has been omitted.
5. Attached hereto as Exhibit 2 is a true and correct copy of Section 17.02 of the Transitional Supply Agreement between The Procter & Gamble Company, Noxell Corporation, and Alberto-Culver USA, Inc. For confidentiality reasons, other material appearing on the same page as this section has been omitted.

6. Attached hereto as Exhibit 3 is a true and correct copy of the Verified Complaint filed by Plaintiff in the Circuit Court of Cook County on August 12, 2009.

Dated: November 9, 2009

/s/ Peter J. Macdonald

Peter J. Macdonald (admitted *pro hac vice*)
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HALE AND DORR LLP
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LIST OF EXHIBITS

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| 1. | Excerpts from the Asset Sale and Purchase Agreement between The Procter & Gamble Company, Noxell Corporation, and Alberto-Culver USA, Inc. | Tab 1 |
| 2. | Excerpt from the Transitional Supply Agreement between The Procter & Gamble Company, Noxell Corporation, and Alberto-Culver USA, Inc. | Tab 2 |
| 3. | Verified Complaint dated August 12, 2009 | Tab 3 |